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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC *et al.*,

Debtors.

)
)
) Chapter 11
)
) Case No. 12-12020 (MG)
)
)

**JOINDER OF CERTAIN RMBS TRUSTEES TO (I) THE
MEMORANDUM OF LAW IN SUPPORT OF CONFIRMATION OF THE
JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL CAPITAL,
LLC, *et al.* AND THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS AND (II) THE PLAN PROPONENTS' OMNIBUS
RESPONSE TO OBJECTIONS TO CONFIRMATION OF THE JOINT
CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL CAPITAL, LLC, *et
al.* AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A. (collectively, “**BNY Mellon**”), Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas (together, “**Deutsche Bank**”), U.S. Bank National Association (“**U.S. Bank**”), Wells Fargo Bank, N.A. (“**Wells Fargo**”), HSBC Bank USA, N.A. (“**HSBC Bank**”), and Law Debenture Trust Company of New York (“**Law Debenture**”),¹ each in their respective capacities as a Trustee² for certain RMBS Trusts (collectively, the “**RMBS Trustees**”), by and through their undersigned counsel, hereby file this joinder (the “**Joinder**”)³ to (i) the *Memorandum of Law in Support of Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, at al. and the Official Committee of Unsecured Creditors* [Docket No.

¹ For certain mortgage-backed securities trusts for which Wells Fargo serves as RMBS Trustee, Law Debenture was appointed Separate Trustee pursuant to orders issued by the District Court, Fourth Judicial District, State of Minnesota (the “**Minnesota Orders**”). Each of Wells Fargo and Law Debenture joins in this Reply to the extent of their respective obligations as Trustee or Separate Trustee under the Instruments of Appointment and Acceptance attached to the Minnesota Orders.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan Proponents’ Memo of Law or the Plan Proponents’ Reply (each as defined herein), as applicable.

³ BNY Mellon, Deutsche Bank and U.S. Bank file this Reply solely in their capacity as RMBS Trustees and not as members of the Official Committee of Unsecured Creditors (the “**Committee**”). Law Debenture, Wells Fargo and HSBC are not members of the Committee.

5720] (the “**Plan Proponents’ Memo of Law**”) and (ii) the *Plan Proponents’ Omnibus Response to Objections to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, at al. and the Official Committee of Unsecured Creditors* [Docket No. 5718] (the “**Plan Proponents’ Reply**”) and respectfully state as follows:

JOINDER

1. The RMBS Trustees hereby join in the Plan Proponents’ Memo of Law and the Plan Proponents’ Reply, to the extent applicable to the RMBS Trustees. In particular, and without limitation, the RMBS Trustees join in the Plan Proponents’ arguments (i) that the release and exculpation provisions in the Plan (*see* Plan, Art. IX(C)-(H)) are within the Court’s jurisdiction and are appropriate and (ii) that the payment of fees and expenses under the Plan does not violate section 1129(a)(4) of the Bankruptcy Code.

2. The RMBS Trustees reserve the right to amend, supplement, alter or modify this Joinder and to reply to any objections to confirmation of the Plan.

CONCLUSION

WHEREFORE, for all of the foregoing reasons, the RMBS Trustees respectfully request that the Court confirm the Plan, enter the Confirmation Order substantially in the form attached to the Plan Proponents’ Memo of Law, and grant such other and further relief as the Court finds just and proper.

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Dated: New York, New York
November 12, 2013

Respectfully submitted,

DECHERT LLP

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